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ATTORNEYS AT LAW

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January 12, 2005

VIA HAND DELIVERY

Chairman Pat Miller
c/o Sharla Dillon, Docket Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: Petition of Tennessee American Water Company to Change and Increase Certain Rates and Charges So As to Permit It to Earn a Fair and Adequate Rate of Return on Its Property Used and Useful In Furnishing Water Service to Its Customers, Docket No. 04-00288.

Dear Chairman Miller:

Enclosed please find the original and thirteen (13) copies of Tennessee American Water Company's Motion to Compel Chattanooga Manufacturers Association to Provide Responses to Second Set of Discovery Requests for filing in the above-referenced docket.

Should you have any questions with respect to this filing, please do not hesitate to contact me at the telephone number listed above.

Sincerely



J. Davidson French

JDF/tn
Enclosure

cc: Certificate of Service List
Mr. Paul Diskin
Mr. Michael Miller
T. G. Pappas, Esq.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**PETITION OF TENNESSEE AMERICAN
WATER COMPANY TO CHANGE AND
INCREASE CERTAIN RATES AND
CHARGES SO AS TO PERMIT IT TO
EARN A FAIR AND ADEQUATE RATE
OF RETURN ON ITS PROPERTY USED
AND USEFUL IN FURNISHING WATER
SERVICE TO ITS CUSTOMERS**

Docket No. 04-00288

**TENNESSEE AMERICAN WATER COMPANY'S MOTION TO COMPEL
CHATTANOOGA MANUFACTURERS ASSOCIATION TO PROVIDE APPROPRIATE
RESPONSES TO SECOND SET OF DISCOVERY REQUESTS**

On November 15, 2004, Petitioner Tennessee American Water Company ("Petitioner" or "TAWC") served its initial Request for Discovery on the Chattanooga Manufacturers Association ("CMA"). A copy of the TAWC's initial Request for Discovery is attached hereto as Exhibit A. On December 1, 2004, the CMA served its responses to the TAWC's initial Request for Discovery. A copy of the CMA's responses to the initial Request for Discovery is attached hereto as Exhibit B. The CMA objected to many requests as being premature because the deadline for the submission of direct testimony had not passed. However, the CMA also stated that its direct testimony would illustrate "the facts supporting the contentions of the CMA." See Response to Discovery Request No. 1.

On January 5, 2005, Petitioner Tennessee American Water Company ("Petitioner" or "TAWC") served its Second Discovery Requests on the CMA. There were three new discovery requests. A copy of the Second Discovery Requests is attached hereto as Exhibit C.

On January 11, 2005, the CMA served supplemental responses to the TAWC's initial Request for Discovery and responses to the TAWC's Second Discovery Requests. A copy of

those responses is attached hereto as Exhibit D. The TAWC submits that the CMA's Supplemental Response to Discovery Request No. 12 and its Response to Discovery Request No. 15 are insufficient and evasive. The relevant requests and responses stated:

Discovery Request No. 12: Please produce any and all documentation, items, reports, data, communications and evidence of any kind that CMA intends to offer as evidence at the hearing or to refer to in any way at the hearing.

Supplemental Response: See testimony and the items filed or served in this matter or in the last rate case (TRA Docket No. 03-00118)

Discovery Request No. 15: If the CAPD relies on any facts that were not specifically identified or discussed in the direct testimony that has been submitted on behalf of the CAPD in this proceeding, whether related to issues of credibility or any other issue, to support your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved by the Tennessee Regulatory Authority ("TRA"), identify or state each such fact with specificity.

Response: See testimony and the items filed or served in this matter or in the last rate case (TRA Docket No. 03-00118). CMA also relies on the City of Chattanooga's 2003 financial report and 2005 budget. CMA specifically reserves the right to rely upon any fact(s) raised or derived at the hearing of this matter by any participant in the proceedings, including, but not limited to, the parties, the Directors, or the TRA Staff

With its requests, the TAWC tried to ensure that, prior to the hearing, it would be aware of all of the material facts or documents on which the CMA was relying in support of its arguments in this proceeding. With its vague responses, the CMA has essentially directed the TAWC to numerous and voluminous documents and indicated that there might be some relevant

information contained in those documents. The TAWC submits that these responses are insufficient and evasive. If, in support of its arguments in this proceeding, the CMA is relying on material facts or documents that have not been disclosed in connection with the direct testimony that has been submitted on behalf of the CMA, the TAWC is entitled to know about those facts or documents. The TAWC's requests do not infringe upon any privilege, and they are not seeking information that may be the subject of unanticipated rebuttal testimony. Simply put, the TAWC sought to know all material facts or documents upon which the CMA is relying, and it is not proper to leave TAWC guessing as to the answer.

In an attempt to resolve this discovery dispute, counsel for the TAWC attempted to speak with Mr. Henry Walker on January 12, 2005, but Mr. Walker was not available.

Based upon the foregoing, the TAWC respectfully requests an Order requiring the CMA to provide full and complete responses to the above-referenced requests.

Respectfully submitted,



J. Davidson French (#15442)
R. Dale Grimes (#6223)
T. G. Pappas (#2703)
BASS, BERRY & SIMS PLC
AmSouth Center
315 Deaderick Street, Suite 2700
Nashville, TN 37238-3001
(615) 742-6200

*Counsel for Petitioner
Tennessee American Water Company*

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Motion to Compel has been served via the method(s) indicated, on this the 12th day of January, 2005, upon the following:

<input type="checkbox"/> Hand	Michael A. McMahan, Esq.
<input checked="" type="checkbox"/> Mail	Phillip A. Noblett, Esq.
<input checked="" type="checkbox"/> Facsimile	Lawrence W. Kelly, Esq.
<input type="checkbox"/> Overnight	Nelson, McMahan & Noblett
	801 Broad Street, Suite 400
	Chattanooga, TN 37402
<input checked="" type="checkbox"/> Hand	Timothy C. Phillips, Esq.
<input type="checkbox"/> Mail	Vance L. Broemel, Esq.
<input checked="" type="checkbox"/> Facsimile	Office of the Attorney General
<input type="checkbox"/> Overnight	Consumer Advocate and Protection Division
	P.O. Box 20207
	Nashville, TN 37202
<input checked="" type="checkbox"/> Hand	Henry M. Walker, Esq.
<input type="checkbox"/> Mail	Boult, Cummings, Conners & Berry, PLC
<input checked="" type="checkbox"/> Facsimile	Suite 700
<input type="checkbox"/> Overnight	1600 Division Street
	P.O. Box 340025
	Nashville, TN 37203
<input type="checkbox"/> Hand	David C. Higney, Esq.
<input checked="" type="checkbox"/> Mail	Grant, Konvalinka & Harrison, P.C.
<input checked="" type="checkbox"/> Facsimile	633 Chestnut Street, 9 th Floor
<input type="checkbox"/> Overnight	Chattanooga, TN 37450



EXHIBIT A

IN RE:)
)
PETITION OF TENNESSEE AMERICAN) **Docket No. 04-00288**
WATER COMPANY TO CHANGE AND)
INCREASE CERTAIN RATES AND)
CHARGES SO AS TO PERMIT IT TO)
EARN A FAIR AND ADEQUATE RATE)
OF RETURN ON ITS PROPERTY USED)
AND USEFUL IN FURNISHING WATER)
SERVICE TO ITS CUSTOMERS)

Petitioner Tennessee American Water Company (“Petitioner” or “TAWC”) serves these Discovery Requests on the Chattanooga Manufacturers Association (“CMA”), and asks that CMA provide responses to each request separately, fully, and in writing. CMA is also called upon to produce all documents and evidence requested herein. Furthermore, CMA is called upon to fulfill its duty to supplement its answers as far in advance of the beginning of any hearing as is reasonably possible if it is learned that any response is in any material respect incomplete, incorrect or has changed.

In these discovery requests, the terms “document” or “documents” or “documentation” refers to all written, reported, recorded or graphic matter (including all drafts, originals and nonconforming copies that contain deletions, insertions, handwritten notes or comments, and the like) however produced or reproduced to any tangible or intangible, permanent or temporary record and, without limitation, shall include the following: all letters, correspondence, records of conferences or meetings, memoranda, notes, printed electronic mail (“e-mail”), telegrams, telephone logs, teletypes, telexes, banking records, notices of wire transfer of funds, canceled checks, books of account, budgets, financial records, contracts, agreements, invoices, speeches,

transcripts, depositions, press releases, affidavits, communications with government bodies, interoffice communications, working papers, newspaper or magazine articles, computer data, tax returns, vouchers, papers similar to any of the foregoing, and any other writings of every kind and description (whether or not actually used) and any other records from which information can be obtained and translated into reasonably usable form, including without limitation, e-mail, voice recordings, video and audio recordings, photographs, films, tapes and other data compilations.

DISCOVERY REQUEST NO. 1:

State each fact that you rely on to support your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved by the Tennessee Regulatory Authority ("TRA").

RESPONSE:

DISCOVERY REQUEST NO. 2:

Identify all persons known to you, your attorney, or other agent who have knowledge, information or possess any document(s) or claim to have knowledge, information or possess any document(s) which support your answer to Interrogatory number one (1) above.

RESPONSE:

DISCOVERY REQUEST NO. 3:

Identify each document, photograph, or any other article or thing whatsoever, which you rely on to corroborate any part of your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved, whether as to the issues of credibility or any other issue, or which is adverse to these same contention(s), position(s) or belief(s).

RESPONSE:

DISCOVERY REQUEST NO. 4:

With respect to each person you expect to call as a witness, including any expert witness, regarding this matter, state or provide:

- a. the witness's full name and work address;

RESPONSE:

- b. each subject matter about which such witness is expected to testify;

RESPONSE:

- c. the substance of the facts and opinions to which any expert is expected to testify;

RESPONSE:

d. a summary of the grounds or basis of each opinion to which such witness is expected to testify;

RESPONSE:

e. whether or not the expert has prepared a report, letter or memorandum of his findings, conclusions, or opinions;

RESPONSE:

f. the witness's complete background information, including current employer, educational, professional and employment history, and qualifications within the field in which the witness is expected to testify, and identify all publications written or presentations made in whole or in part by the witness;

RESPONSE:

g. an identification of any matter in which the expert has testified (through deposition or otherwise) by specifying the name, docket number and forum of each case, the dates of the prior testimony and the subject of the prior testimony, and identify the transcripts of any such testimony;

RESPONSE:

h. the identity of any person with whom the witness consulted or otherwise communicated in connection with his expected testimony;

RESPONSE:

i. the terms of the retention or engagement of each expert including but not limited to the terms of any retention or engagement letters or agreements relating to his/her engagement, testimony, and opinions as well as the compensation to be paid for the testimony and opinions;

RESPONSE:

j. the identity of all documents or things shown to, delivered to, received from, relied upon, or prepared by any expert witness, which are related to the witness' expected testimony in this case, whether or not such documents are supportive of such testimony, including without limitation all documents or things provided to that expert for review in connection with testimony and opinions; and

RESPONSE:

k. the identity of any exhibits to be used as a summary of or support for the testimony or opinions provided by the expert.

RESPONSE:

DISCOVERY REQUEST NO. 5:

Provide any and all documents identified or specified in your answers or responses to the discovery requests served upon you in this matter.

RESPONSE:

DISCOVERY REQUEST NO. 6:

Provide any and all documents and things relied upon by any CMA witness in submission of testimony in this matter.

RESPONSE:

DISCOVERY REQUEST NO. 7:

Provide any and all expert reports which have been obtained from any expert.

RESPONSE:

DISCOVERY REQUEST NO. 8:

Provide each document, photograph, or any other article or thing whatsoever, upon which you rely in support of your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved.

RESPONSE:

DISCOVERY REQUEST NO. 9:

Provide in electronic media and in hard copy all workpapers and other documents, generated by or relied upon by all CMA witnesses.

RESPONSE:

DISCOVERY REQUEST NO. 10:

Please produce a copy of all trade articles, journals, treatises and publications of any kind in any way utilized or relied upon by any of CMA's proposed expert witnesses in evaluating, reaching conclusions or formulating an opinion in the captioned matter.

RESPONSE:

DISCOVERY REQUEST NO. 11:

Please produce a copy of all articles, journals, books or speeches written by or co-written by any of CMA's expert witnesses, whether published or not.

RESPONSE:

DISCOVERY REQUEST NO. 12:

Please produce any and all documentation, items, reports, data, communications, and evidence of any kind that CMA intends to offer as evidence at the hearing or to refer to in any way at the hearing.

RESPONSE:

DISCOVERY REQUEST NO. 13:

Please produce copies of any and all documents referred to or relied upon in responding to these discovery requests.

RESPONSE:

DISCOVERY REQUEST NO. 14:

Please identify each person who provided information or participated in the preparation of the responses to each of these discovery requests, and for each such person specify the responses to which he or she provided information or participated in preparing, and describe the information provided or the participation in preparation.

RESPONSE:

Respectfully submitted,

A handwritten signature in black ink, appearing to read "R. Dale Grimes", written over a horizontal line.

R. Dale Grimes (#6223)

T. G. Pappas (#2703)

BASS, BERRY & SIMS PLC

AmSouth Center

315 Deaderick Street, Suite 2700

Nashville, TN 37238-3001

(615) 742-6200

Counsel for Petitioner

Tennessee American Water Company

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Request for Discovery from Tennessee American Water Company to Chattanooga Manufacturers Association has been served via the method(s) indicated, on this the 15th day of November, 2004, upon the following:

- ☐ Hand
- ☒ Mail
- ☒ Facsimile
- ☐ Overnight

Michael A. McMahan, Esq.
Phillip A. Noblett, Esq.
Lawrence W. Kelly, Esq.
Nelson, McMahan & Noblett
801 Broad Street, Suite 400
Chattanooga, TN 37402

- ☒ Hand
- ☐ Mail
- ☒ Facsimile
- ☐ Overnight

Vance L. Broemel, Esq.
Assistant Attorney General
Office of the Attorney General
Consumer Advocate and Protection Division
P.O. Box 20207
Nashville, TN 37202

- ☒ Hand
- ☐ Mail
- ☒ Facsimile
- ☐ Overnight

Henry M. Walker, Esq.
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414 Union Street, Suite 1600
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- ☐ Hand
- ☒ Mail
- ☒ Facsimile
- ☐ Overnight

David C. Higney, Esq.
Grant, Konvalinka & Harrison, P.C.
633 Chestnut Street, 9th Floor
Chattanooga, TN 37450

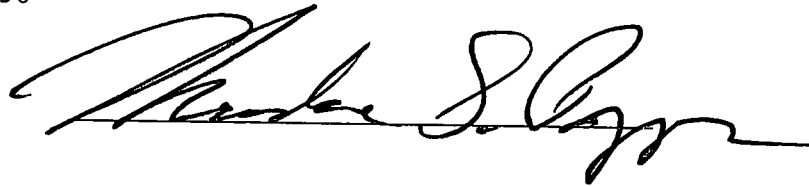


EXHIBIT B

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

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*
*

PETITION OF TENNESSEE-
AMERICAN WATER COMPANY TO
CHANGE AND INCREASE CERTAIN
RATES AND CHARGES ...

DOCKET NO. 04-00288

**CHATTANOOGA MANUFACTURERS ASSOCIATION'S RESPONSES TO
TENNESSEE-AMERICAN WATER COMPANY'S REQUEST FOR DISCOVERY**

Pursuant to *Rules 26, 33 and 34* of the *Tennessee Rules of Civil Procedure* and *Tenn. Code Ann. § 4-5-301, et seq.*, Intervenor Chattanooga Manufacturers Association ("CMA") submits the following objections to the Request for Production of Documents of Tennessee-American Water Company ("TAWC" or the "Company").

OBJECTIONS

1. CMA objects to Discovery Request No. 1 as being overbroad and premature. The pre-hearing officer's schedule for direct testimony sets a deadline for any testimony that may be submitted by CMA as January 11, 2005, any such testimony will be provided on or before that date, and such testimony will present the facts supporting the contentions of CMA.

2. CMA objects to the definitions and instructions contained in the requests for discovery to the extent that the definitions and instructions attempt to impose on CMA a burden or obligation greater than that required by the *Tennessee Rules of Civil Procedure* and applicable statutes and regulations governing contested case hearings.

3. CMA objects to the requests to the extent they call for information and the production of documents, which are protected from disclosure by the attorney-client privilege, the attorney work product doctrine or any other applicable privilege or protection. CMA objects to TAWC's requests to the extent that the Company is attempting to impose on CMA obligations with regard to identification of privileged documents beyond those required by the *Tennessee Rules of Civil Procedure* and applicable statutes and regulations governing contested case hearings. CMA objects to the production of any documents prepared by it subsequent to the filing of this litigation or contested case.

4. CMA objects to Company's requests to the extent that the Company is attempting to impose on CMA obligations to supplement its responses beyond those required by the *Tennessee Rules of Civil Procedure* and applicable statutes and regulations governing contested case hearings.

5. CMA objects to Company's requests to the extent that Company is attempting to require CMA to provide information and produce documents beyond those in its possession, custody or control as that phrase is used in the *Tennessee Rules of Civil Procedure* and applicable statutes and regulations governing contested case hearings.

6. CMA objects to Company's requests to the extent that they seek information and documents that are readily available through public sources or are in the Company's own possession, custody or control. It is unduly burdensome and oppressive to require CMA to respond or produce documents that are equally or more available to Company.

7. CMA objects to the requests to the extent that they seek information relating to matters not at issue in this litigation or reasonably calculated to lead to the discovery of admissible

evidence. By providing information in response to these interrogatories and requests, CMA does not concede that such information is relevant, material or admissible in evidence. CMA reserves all rights to object to the use of such information as evidence.

8. CMA's objections and responses to these requests are based on information now known to it. CMA reserves the right to amend, modify or supplement its objections and responses if it learns of new or different information.

OBJECTIONS TO DISCOVERY REQUESTS

Subject to and without waiving any of the objections, the following additional objections are provided:

REQUEST NO. 1: State each fact that you rely on to support your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved by the Tennessee Regulatory Authority ("TRA")

RESPONSE 1: CMA objects to Discovery Request No. 1 as being overbroad and premature. The pre-hearing officer's schedule for direct testimony sets a deadline for direct testimony to be submitted by CMA on January 11, 2005, and CMA intends to supply any such testimony on or before that date illustrating the facts supporting the contentions of CMA.

REQUEST NO. 2: Identify all persons known to you, your attorney or other agent who have knowledge, information or possess any document(s) or claim to have knowledge, information or possess any document(s) which support your answer to Request No. 1 above.

RESPONSE 2: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 2 as being overbroad, vague, ambiguous and unduly burdensome.

REQUEST NO. 3: Identify each document, photograph or any other article or thing whatsoever, which you rely on to corroborate any part of your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved, whether as to the issues of credibility or any other issue, or which is adverse to these same contention(s) or belief(s).

RESPONSE 3: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 3 as being overbroad, vague, ambiguous, indecipherable and unduly burdensome.

REQUEST NO. 4: With respect to each person you expect to call as a witness, including any expert witness, regarding this matter, state or provide:

- a. The witness' full name and work address;
- b. Each subject matter about which such witness is expected to testify;
- c. The substance of the facts and opinions to which any expert is expected to testify;
- d. A summary of the grounds or basis of each opinion to which such witness is expected to testify;
- e. Whether or not the expert has prepared a report, letter or memorandum of his findings, conclusions or opinions;

f. The witness' complete background information, including current employer, educational, professional and employment history and qualifications within the field in which the witness is expected to testify, and identify all publications written or presentations made in whole or in part by the witness;

g. An identification of any matter in which the expert has testified (through deposition or otherwise) by specifying the name, docket number and forum of each case, the dates of the prior testimony and the subject of the prior testimony, and identify the transcripts of any such testimony;

h. The identity of any person with whom the witness consulted or otherwise communicated in connection with his expected testimony;

i. The terms of the retention or engagement of each expert including but not limited to the terms of any retention or engagement letters or agreements relating to his/her engagement, testimony and opinions, as well as the compensation to be paid for the testimony and opinions;

j. The identity of all documents or things shown to, delivered to, received from, relief upon or prepared by any expert witness, which are related to the witness' expected testimony in this case, whether or not such documents are supportive of such testimony, including without limitation all documents or things provided to that expert for review in connection with testimony and opinions; and

k. The identity of any exhibits to be used as a summary of or support for the testimony or opinions provided by the expert.

RESPONSE 4: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 4 as being overbroad, vague, ambiguous and unduly burdensome.

At this time, expert(s) have not been determined for purposes of testimony at trial. CMA will identify experts, if any, within the time limit set forth by the scheduling order for filing direct testimony in this case.

REQUEST NO. 5: Provide any and all documents identified or specified in your answers or responses to the discovery requests served upon you in this matter.

RESPONSE 5: See Response to Discovery Request 1.

REQUEST NO. 6: Provide any and all documents and things relied upon by any CMA witness in submission of testimony in this matter.

RESPONSE 6: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 6 as being overbroad, vague, ambiguous and unduly burdensome.

REQUEST NO. 7: Provide any and all expert reports which have been obtained from any expert.

RESPONSE 7: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 7 as being overbroad, vague, ambiguous and unduly burdensome. CMA further objects to Discovery Request No. 7 as requesting irrelevant information.

REQUEST NO. 8: Provide each document, photograph or any other article or thing whatsoever, upon which you rely in support of your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288

should not be approved.

RESPONSE 8: See Responses to Discovery Request 1 and 3.

REQUEST NO. 9: Provide in electronic media and in hard copy all workpapers and other documents, generated by or relied upon by all CMA witnesses.

RESPONSE 9: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 9 as being overbroad, vague, ambiguous, indecipherable and unduly burdensome. Subject to and without waiving any of its objections, CMA will provide at the appropriate time in either paper or electronic format the non-duplicative workpapers relative to this matter of its testifying experts, if any are identified.

REQUEST NO. 10: Please produce a copy of all trade articles, journals, treatises and publications of any kind in any way utilized or relied upon by any of CMA's proposed expert witnesses in evaluating, reaching conclusions or formulating an opinion in the captioned matter.

RESPONSE 10: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 10 as being overbroad, vague, ambiguous and unduly burdensome.

REQUEST NO. 11: Please produce a copy of all articles, journals, books or speeches written by or co-written by any of CMA's expert witnesses, whether published or not.

RESPONSE 11: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 11 as being overbroad, vague, ambiguous and unduly burdensome.

REQUEST NO. 12: Please produce any and all documentation, items, reports, data, communications and evidence of any kind that CMA intends to offer as evidence at the hearing or to refer to in any way at the hearing;

RESPONSE 12: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 12 as being overbroad, vague, ambiguous and unduly burdensome.

REQUEST NO. 13: Please produce copies of any and all documents referred to or relied upon in responding to these discovery requests.

RESPONSE 13: None, other than the filings in this matter.

REQUEST NO. 14: Please identify each person who provided information or participated in the preparation of the responses to each of these discovery requests, and for each such person, specify the responses to which he or she provided information or participated in preparing, and describe the information provided or the participation in preparation.

RESPONSE 14: See Response to Discovery Request 1. Counsel for CMA assisted in the preparation of objections and responses herein.

Respectfully submitted,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: Henry Walker *KG*
HENRY M. WALKER
1600 Division Street, Suite 700
P.O. Box 340025
Nashville, Tennessee 37203
615-252-2363

-and-

GRANT, KONVALINKA & HARRISON, P.C.

By: David Higney *KG*
DAVID C. HIGNEY (BPR #14888)
633 Chestnut Street, 9th Floor
Chattanooga, Tennessee 37450
423-756-8400

Attorneys for Chattanooga Manufacturers Association

CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of December, 2004, I have served the foregoing pleading either by fax, overnight delivery service or first class mail, postage prepaid, to all parties of record at their addresses shown below:

R. Dale Grimes, Esq.
T. G. Pappas, Esq.
Bass, Berry & Sims, PLC
2700 First American Center
Nashville, Tennessee 37238-2700

Pat Miller, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Timothy C. Phillips, Esq.
Consumer Advocate Division
Office of the Attorney General
P.O. Box 20207
Nashville, Tennessee 37202

Jean A. Stone, Hearing Officer
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Richard Collier, Esq.
General Counsel
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Mr. Dan McCormac
Chief of Energy & Water Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

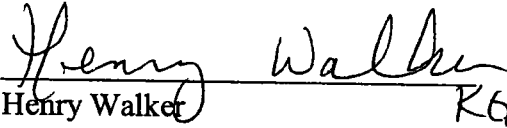

Henry Walker R6

EXHIBIT C

RECEIVED

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE 2005 JAN -5, PM 2: 01

IN RE:)	
)	T.R.A. DOCKET ROOM
PETITION OF TENNESSEE AMERICAN)	Docket No. 04-00288
WATER COMPANY TO CHANGE AND)	
INCREASE CERTAIN RATES AND)	
CHARGES SO AS TO PERMIT IT TO)	
EARN A FAIR AND ADEQUATE RATE)	
OF RETURN ON ITS PROPERTY USED)	
AND USEFUL IN FURNISHING WATER)	
SERVICE TO ITS CUSTOMERS)	

**SECOND REQUEST FOR DISCOVERY FROM TENNESSEE AMERICAN WATER
COMPANY TO CHATTANOOGA MANUFACTURERS ASSOCIATION**

Petitioner Tennessee American Water Company ("Petitioner" or "TAWC") serves these Second Discovery Requests on the Chattanooga Manufacturers Association ("CMA"), and asks that CMA provide responses to each request separately, fully, and in writing. CMA is also called upon to produce all documents and evidence requested herein. Furthermore, CMA is called upon to fulfill its duty to supplement its answers as far in advance of the beginning of any hearing as is reasonably possible if it is learned that any response is in any material respect incomplete, incorrect or has changed.

In these discovery requests, the terms "document" or "documents" or "documentation" refers to all written, reported, recorded or graphic matter (including all drafts, originals and nonconforming copies that contain deletions, insertions, handwritten notes or comments, and the like) however produced or reproduced to any tangible or intangible, permanent or temporary record and, without limitation, shall include the following: all letters, correspondence, records of conferences or meetings, memoranda, notes, printed electronic mail ("e-mail"), telegrams, telephone logs, teletypes, telexes, banking records, notices of wire transfer of funds, canceled

checks, books of account, budgets, financial records, contracts, agreements, invoices, speeches, transcripts, depositions, press releases, affidavits, communications with government bodies, interoffice communications, working papers, newspaper or magazine articles, computer data, tax returns, vouchers, papers similar to any of the foregoing, and any other writings of every kind and description (whether or not actually used) and any other records from which information can be obtained and translated into reasonably usable form, including without limitation, e-mail, voice recordings, video and audio recordings, photographs, films, tapes and other data compilations.

DISCOVERY REQUEST NO. 15:

If the CMA relies on any facts that were not specifically identified or discussed in the direct testimony that has been submitted on behalf of the CMA in this proceeding, whether related to issues of credibility or any other issue, to support your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved by the Tennessee Regulatory Authority ("TRA"), identify or state each such fact with specificity.

RESPONSE:

DISCOVERY REQUEST NO. 16:

If the CMA relies on any documents, photographs, or any other articles or things whatsoever that were not attached to the direct testimony that has been submitted on behalf of the CMA in this proceeding, whether as to issues of credibility or any other issue, to support the CMA's contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved, produce each such document, photograph, or any other article or thing whatsoever.

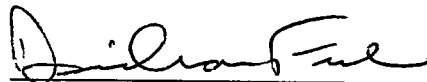
RESPONSE:

DISCOVERY REQUEST NO. 17:

Provide in electronic media all exhibits, schedules, work papers, and other documents that were attached to or produced in connection with the direct testimony that the CMA submitted in this proceeding, and provide in electronic media and in hard copy all underlying work papers upon which those exhibits, schedules, work papers, and other documents were based or were otherwise derived.

RESPONSE:

Respectfully submitted,



J. Davidson French (#15442)

R. Dale Grimes (#6223)

T. G. Pappas (#2703)

BASS, BERRY & SIMS PLC

AmSouth Center

315 Deaderick Street, Suite 2700

Nashville, TN 37238-3001

(615) 742-6200

Counsel for Petitioner

Tennessee American Water Company

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Request for Discovery from Tennessee American Water Company to Chattanooga Manufacturers Association has been served via the method(s) indicated, on this the 5th day of January, 2005, upon the following:

☐ Hand
☒ Mail
☒ Facsimile
☐ Overnight

Michael A. McMahan, Esq.
Phillip A. Noblett, Esq.
Lawrence W. Kelly, Esq.
Nelson, McMahan & Noblett
801 Broad Street, Suite 400
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☒ Facsimile
☐ Overnight

Timothy C. Phillips Esq.
Vance L. Broemel, Esq.
Office of the Attorney General
Consumer Advocate and Protection Division
P.O. Box 20207
Nashville, TN 37202

☒ Hand
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☒ Facsimile
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Henry M. Walker, Esq.
Boult, Cummings, Conners & Berry, PLC
414 Union Street, Suite 1600
Nashville, TN 37219

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☐ Overnight

David C. Higney, Esq.
Grant, Konvalinka & Harrison, P.C.
633 Chestnut Street, 9th Floor
Chattanooga, TN 37450



EXHIBIT D

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

RECEIVED

2005 JAN 11 PM 2:10

T.R.A. DOCKET ROOM

IN RE:

PETITION OF TENNESSEE-
AMERICAN WATER COMPANY TO
CHANGE AND INCREASE CERTAIN
RATES AND CHARGES ...

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DOCKET NO. 04-00288

**CHATTANOOGA MANUFACTURERS ASSOCIATION'S RESPONSES TO
TENNESSEE-AMERICAN WATER COMPANY'S REQUESTS FOR DISCOVERY**

Chattanooga Manufacturers Association ("CMA"), by and through counsel, respectfully submits the following supplemental responses to Tennessee-American Water Company's ("TAWC") First Request for Discovery, subject to and without waiving all of its objections as stated in its initial responses; provided, however, the objection as to the requests being premature now is expressly waived for Request Nos. 1-14—as those requests by the Company are now timely.

REQUEST NO. 1: State each fact that you rely on to support your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved by the Tennessee Regulatory Authority ("TRA").

RESPONSE 1: CMA objects to Discovery Request No. 1 as being overbroad and premature. The pre-hearing officer's schedule for direct testimony sets a deadline for direct testimony to be submitted by CMA on January 11, 2005, and CMA intends to supply any such testimony on or before that date illustrating the facts supporting the contentions of CMA.

SUPPLEMENTAL RESPONSE: The facts, expert opinions, lay testimony, exhibits, and all other information upon which CMA relies, at this time, in opposition to the requested rate increase are set forth in CMA's pre-filed testimony.

REQUEST NO. 2: Identify all persons known to you, your attorney or other agent who have knowledge, information or possess any document(s) or claim to have knowledge, information or possess any document(s) which support your answer to Request No. 1 above.

RESPONSE 2: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 2 as being overbroad, vague, ambiguous and unduly burdensome.

SUPPLEMENTAL RESPONSE: Mike Gorman, Dan Nuckolls, and Jack Callaghan.

REQUEST NO. 3: Identify each document, photograph or any other article or thing whatsoever, which you rely on to corroborate any part of your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved, whether as to the issues of credibility or any other issue, or which is adverse to these same contention(s) or belief(s).

RESPONSE 3: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 3 as being overbroad, vague, ambiguous, indecipherable and unduly burdensome.

SUPPLEMENTAL RESPONSE: The witnesses relied on the Company's filing; responses to data requests; and the Company's filing from its last rate proceeding. Mr. Gorman also used Value Line data to estimate TAWC's current cost of common equity.

REQUEST NO. 4: With respect to each person you expect to call as a witness, including any expert witness, regarding this matter, state or provide:

- a. The witness' full name and work address;
- b. Each subject matter about which such witness is expected to testify;
- c. The substance of the facts and opinions to which any expert is expected to testify;

d. A summary of the grounds or basis of each opinion to which such witness is expected to testify;

e. Whether or not the expert has prepared a report, letter or memorandum of his findings, conclusions or opinions;

f. The witness' complete background information, including current employer, educational, professional and employment history and qualifications within the field in which the witness is expected to testify, and identify all publications written or presentations made in whole or in part by the witness;

g. An identification of any matter in which the expert has testified (through deposition or otherwise) by specifying the name, docket number and forum of each case, the dates of the prior testimony and the subject of the prior testimony, and identify the transcripts of any such testimony;

h. The identity of any person with whom the witness consulted or otherwise communicated in connection with his expected testimony;

i. The terms of the retention or engagement of each expert including but not limited to the terms of any retention or engagement letters or agreements relating to his/her engagement, testimony and opinions, as well as the compensation to be paid for the testimony and opinions;

j. The identity of all documents or things shown to, delivered to, received from, relief upon or prepared by any expert witness, which are related to the witness' expected testimony in this case, whether or not such documents are supportive of such testimony, including without limitation all documents or things provided to that expert for review in connection with testimony and opinions; and

k. The identity of any exhibits to be used as a summary of or support for the testimony or opinions provided by the expert.

RESPONSE 4: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 4 as being overbroad, vague, ambiguous and unduly burdensome. At this time, expert(s) have not been determined for purposes of testimony at trial. CMA will identify experts, if any, within the time limit set forth by the scheduling order for filing direct testimony in this case.

SUPPLEMENTAL RESPONSE: See testimony for subparts a-e. In response to subpart f, Mr. Gorman has no published works. In response to subpart g, a spreadsheet is attached as Appendix A to these supplemental responses detailing Mr. Gorman's prior testimony during the past ten (10) years. In response to subpart h, Mr. Gorman communicated with employee(s) of his company, BAI, and counsel. In response to subpart i, a rate schedule for Mr. Gorman's company and a memorandum from Mr. Gorman are attached as **Confidential** Appendix B, which is being **filed under seal subject to the Protective Order**. Mr. Gorman agreed to review the Company's filing, analyze the same and provide expert testimony in this proceeding, all in accordance with the rate schedule and not to exceed the amount of \$ 37,000 (plus expenses); provided, however, to the extent analysis and/or testimony was appropriate relative to fire protection revenue allocation then such would be provided in accordance with the same rate schedule at an amount not to exceed an additional \$5000. Also in response to subpart i, the intervenor City of Chattanooga has agreed to contribute to the payment of the expert's fee. In response to subpart j, see Supplemental Response to No. 3 and Response to No. 15. In response to subpart k, see testimony.

REQUEST NO. 5: Provide any and all documents identified or specified in your answers or responses to the discovery requests served upon you in this matter.

RESPONSE 5: See Response to Discovery Request 1.

SUPPLEMENTAL RESPONSE: See testimony and responses herein.

REQUEST NO. 6: Provide any and all documents and things relied upon by any CMA witness in submission of testimony in this matter.

RESPONSE 6: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 6 as being overbroad, vague, ambiguous and unduly burdensome.

SUPPLEMENTAL RESPONSE: See Response to Discovery Request No. 3 and see testimony.

REQUEST NO. 7: Provide any and all expert reports which have been obtained from any expert.

RESPONSE 7: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 7 as being overbroad, vague, ambiguous and unduly burdensome. CMA further objects to Discovery Request No. 7 as requesting irrelevant information.

SUPPLEMENTAL RESPONSE: See testimony.

REQUEST NO. 8: Provide each document, photograph or any other article or thing whatsoever, upon which you rely in support of your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved.

RESPONSE 8: See Responses to Discovery Request 1 and 3.

SUPPLEMENTAL RESPONSE: See Response to Discovery Request No. 3 and see testimony.

REQUEST NO. 9: Provide in electronic media and in hard copy all workpapers and other documents, generated by or relied upon by all CMA witnesses.

RESPONSE 9: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 9 as being overbroad, vague, ambiguous, indecipherable and unduly burdensome. Subject to and without waiving any of its objections, CMA will provide at the appropriate time in either paper or electronic format the non-duplicative workpapers relative to this matter of its testifying experts, if any are identified.

SUPPLEMENTAL RESPONSE: See work papers of Mr. Gorman attached as Appendix C.

REQUEST NO. 10: Please produce a copy of all trade articles, journals, treatises and publications of any kind in any way utilized or relied upon by any of CMA's proposed expert witnesses in evaluating, reaching conclusions or formulating an opinion in the captioned matter.

RESPONSE 10: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 10 as being overbroad, vague, ambiguous and unduly burdensome.

SUPPLEMENTAL RESPONSE: See Response to Discovery Request No. 3 and see testimony.

REQUEST NO. 11: Please produce a copy of all articles, journals, books or speeches written by or co-written by any of CMA's expert witnesses, whether published or not.

RESPONSE 11: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 11 as being overbroad, vague, ambiguous and unduly burdensome.

SUPPLEMENTAL RESPONSE: None.

REQUEST NO. 12: Please produce any and all documentation, items, reports, data, communications and evidence of any kind that CMA intends to offer as evidence at the hearing or to refer to in any way at the hearing;

RESPONSE 12: See Response to Discovery Request 1. In addition to being premature, CMA objects to Discovery Request No. 12 as being overbroad, vague, ambiguous and unduly burdensome.

SUPPLEMENTAL RESPONSE: See testimony and the items filed or served in this matter or in the last rate case (TRA Docket No. 03-00118).

REQUEST NO. 13: Please produce copies of any and all documents referred to or relied upon in responding to these discovery requests.

RESPONSE 13: None, other than the filings in this matter.

No supplemental response.

REQUEST NO. 14: Please identify each person who provided information or participated in the preparation of the responses to each of these discovery requests, and for each such person, specify the responses to which he or she provided information or participated in preparing, and describe the information provided or the participation in preparation.

RESPONSE 14: See Response to Discovery Request 1. Counsel for CMA assisted in the preparation of objections and responses herein.

No supplemental response.

Chattanooga Manufacturers Association ("CMA") respectfully submits timely the following responses and objections to Tennessee-American Water Company's ("TAWC") Second Request for Discovery.

DISCOVERY REQUEST NO. 15:

If the CMA relies on any facts that were not specifically identified or discussed in the direct testimony that has been submitted on behalf of the CMA in this proceeding, whether related to issues of credibility or any other issue, to support your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved by the Tennessee Regulatory Authority ("TRA"), identify or state each such fact with specificity.

RESPONSE: See testimony and the items filed or served in this matter or in the last rate case (TRA Docket No. 03-00118). CMA also relies on the City of Chattanooga's 2003 financial report and 2005 budget. CMA specifically reserves the right to rely upon any fact(s) raised or derived at the hearing of this matter by any participant in the proceedings, including, but not limited to, the parties, the Directors, or the TRA Staff.

DISCOVERY REQUEST NO. 16:

If the CMA relies on any documents, photographs, or any other articles or things whatsoever that were not attached to the direct testimony that has been submitted on behalf of the CMA in this proceeding, whether as to issues of credibility or any other issue, to support the CMA's contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved, produce each such document, photograph, or any other article or thing whatsoever.

RESPONSE: See attached work papers of Mr. Gorman and the items filed or served in this matter or in the last rate case (TRA Docket No. 03-00118). Additionally, the financial documents referenced in Response No. 15 may be found at <http://www.chattanooga.gov/Finance>. CMA specifically reserves the right to rely upon any fact(s) raised or derived at the hearing of this matter by any participant in the proceedings, including, but not limited to, the parties, the Directors, or the TRA Staff.

DISCOVERY REQUEST NO. 17:

Provide in electronic media all exhibits, schedules, work papers, and other documents that were attached to or produced in connection with the direct testimony that the CMA submitted in this proceeding, and provide in electronic media and in hard copy all underlying work papers upon which those exhibits, schedules, work papers, and other documents were based or were otherwise derived.

RESPONSE: See testimony and attached work papers of Mike Gorman and the items filed or served in this matter or in the last rate case (TRA Docket No. 03-00118). CMA specifically reserves the right to rely upon any fact(s) raised or derived at the hearing of this matter by any participant in the proceedings, including, but not limited to, the parties, the Directors, or the TRA Staff. CMA objects to providing all exhibits, schedules, work papers (and “underlying work papers”), and other documents that were attached to or produced in connection with the direct testimony that the CMA submitted in this proceeding in electronic media as the request is unduly burdensome and beyond that which is required by the Tennessee Rules of Civil Procedure.

Respectfully submitted,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: Henry M. Walker
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Nashville, Tennessee 37203
615-252-2363

-and-

GRANT, KONVALINKA & HARRISON, P.C.

By: David C. Higney
DAVID C. HIGNEY, Esq. KCG
633 Chestnut Street, 9th Floor
Chattanooga, Tennessee 37450
423-756-8400

Attorneys for Chattanooga Manufacturers Association

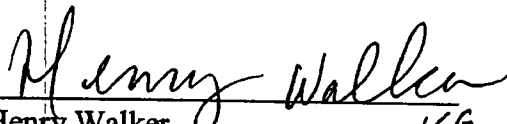
CERTIFICATE OF SERVICE

I hereby certify that on this 11th day of January, 2004, I have served the foregoing pleading either electronically, by overnight delivery service or by first class mail, postage prepaid, to all parties of record at their addresses shown below:

R. Dale Grimes, Esq.
J. Davidson French, Esq.
Bass, Berry & Sims, PLC
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Timothy C. Phillips, Esq.
Consumer Advocate Division
Office of the Attorney General
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Nashville, Tennessee 37202

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Chattanooga, Tennessee 37402-2674


Henry Walker KG